

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**FRANKLIN C. SMITH, on behalf of himself  
and all others similarly situated,

Plaintiff,

-against-

VENGROFF, WILLIAMS & ASSOCIATES,  
INC.

Defendant.

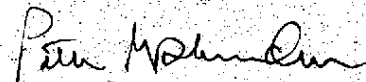
Civil Case Number: 08-2149 (PGS)

**STIPULATION OF DISMISSAL  
WITH PREJUDICE**

IT IS HEREBY stipulated and agreed between plaintiff, Franklin Smith and defendant, VENGROFF, WILLIAMS & ASSOCIATES, INC., that the above-captioned action be dismissed with prejudice as against defendant, VENGROFF, WILLIAMS & ASSOCIATES, INC., without an award of costs, disbursements or attorney fees to any party. The Court will retain jurisdiction for the purpose of enforcing the terms of the settlement agreement of the parties.

Dated: May 9, 2008  
Joseph K. Jones, Esq. (JJ5509)  
Attorney for Plaintiffs  
David L. King, J.D., Compliance Officer  
VENGROFF, WILLIAMS & ASSOCIATES, INC.

SO ORDER:

  
Peter Mahan